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February 13, 2012

*Via ECF, FedEx [and Fax 973-776-7865 (w/o enclosure)]*

Hon. Cathy L. Waldor, U.S.M.J.  
United States Court for the District of New Jersey  
King Federal Building & Courthouse  
50 Walnut Street  
Newark, New Jersey 07101

**Re:    *BanxCorp v. Bankrate Inc.*, Civ. No. 07-3398 (ES)(CLW)  
      *BanxCorp v. LendingTree, LLC*, Civ. No. 10-2467 (ES-CLW)**

Dear Judge Waldor:

I am co-counsel for Plaintiff BanxCorp and am writing concerning our pending request to schedule the deposition of Peter Morse, the Chairman and former CEO of Bankrate, and current President of Morse Partners Inc. We believe that Mr. Morse is an essential witness.

As set forth in Appendix I of the parties' Oct. 7, 2011 Joint Letter (Doc. No. 283-1), for the past 17 years, Mr. Morse routinely conducted his Bankrate-related business from his office at Morse Partners Inc. During the telephone conference held on Dec. 14, we were instructed to produce evidence supporting the need for Mr. Morse's deposition. We are submitting for the Court's consideration a *confidential* binder with numerous e-mails (based on e-mail archives other than Mr. Morse's) between Mr. Morse, Bankrate and others, clearly proving that Mr. Morse routinely used a *morsepartners.com* e-mail address to conduct Bankrate-related business concerning acquisitions, growth strategies, Bankrate's rate table listings and revenue allocation with partners/competitors, CPC pricing strategies, negotiations with banks, LendingTree, etc.

In light of the foregoing, we ask that the Court compel Mr. Morse's deposition, either under a previously served Rule 30 [(b)(1)] Notice of Deposition, or under a Rule 45 Deposition Subpoena to Morse Partners Inc. that we shall be serving.

Respectfully submitted,

  
Kristen Renzulli

Encl. (*under seal*)

cc:    All Counsel of Record (*via ECF and e-mail*)